

THE HONORABLE JOHN H. CHUN

UNITED STATES DISTRICT COURT
WESTERN DISTRICT OF WASHINGTON
AT SEATTLE

FEDERAL TRADE COMMISSION, *et al.*,

Plaintiffs,

v.

AMAZON.COM, INC., a corporation,

Defendant.

CASE NO.: 2:23-cv-01495-JHC

DECLARATION OF CHRISTINE
KENNEDY IN SUPPORT OF
PLAINTIFFS' MOTION TO
ENTER AN ESI ORDER

I, Christine Kennedy, declare as follows:

1. I am an Attorney in the Federal Trade Commission's ("FTC") Bureau of Competition, and I represent the FTC in the above-captioned action. I am over eighteen years of age and am competent to testify to the matters set forth in this declaration. I make the following statements based on my personal knowledge.

2. Plaintiffs and Amazon have met and conferred at length regarding an ESI Order, both by email and letter exchanges and through telephonic meet and confers on the following dates: December 7, 2023; December 13, 2023; December 18, 2023; January 4, 2024; January 16, 2024; January 23, 2024; February 23, 2024; and March 21, 2024.

1 3. Attached as **Exhibit A** is a true and correct copy of a letter from Emily K. Bolles,
2 counsel for the FTC, to Robert Keeling, counsel for Amazon, dated March 1, 2024.

3 4. Attached as **Exhibit B** is a true and correct copy of a letter from Robert Keeling
4 to Emily K. Bolles, dated January 19, 2024.

5 5. Attached as **Exhibit C** is a true and correct copy of a letter from Robert Keeling
6 to Emily K. Bolles, dated February 7, 2024.

7 6. Attached as **Exhibit D** is a true and correct copy of a letter from Robert Keeling
8 to Emily K. Bolles, dated March 8, 2024.

9 7. On March 22, 2024, Ray Mangum, counsel for Amazon, emailed Emily K.
10 Bolles, stating that Amazon continues to assert confidentiality with respect to certain portions of
11 Exhibits B, C, and D. Those portions of Exhibits B, C, and D are not cited in Plaintiffs' Motion
12 to Enter an ESI Order and have been redacted in the attached exhibits.

13 8. On November 14, 2023, Amazon served 87 Requests for Production ("RFP") on
14 the FTC.

15 9. On November 14, 2023, Amazon served 85 RFPs on each of the following
16 Plaintiff States: New York, Connecticut, New Hampshire, Oklahoma, Pennsylvania, Delaware,
17 Maine, Maryland, Massachusetts, Michigan, Minnesota, Nevada, New Jersey, New Mexico,
18 Oregon, Rhode Island, and Wisconsin.

19 10. Amazon's RFP No. 1 to the Plaintiffs above calls for: "All Documents developed
20 and maintained by any Plaintiff in connection with, or in the course of, any Investigation,
21 including but not limited to Plaintiffs' files created and maintained in connection with the
22 investigation that lead to this Action."

1 11. Amazon's RFP No. 8 to the Plaintiffs above calls for: "Documents reflecting
2 Communications with any State, State Representative, or other governmental Entity responsible
3 for enforcing competition laws, involving any investigation and/or potential claims against
4 Amazon involving competition laws and including, but not limited to, a decision whether to
5 participate in such investigation and/or claim."

6 12. Amazon's RFP No. 66 to the Plaintiffs above calls for: "All Documents relating
7 to any interactions between any Plaintiff and any State or federal governmental Entity, agency,
8 regulator, legislative committee, legislator, Member of Congress, committee or subcommittee of
9 the United States Congress, or any agency of the United States Congress relating to Amazon, any
10 Person or Entity identified, described, or characterized in such Documents as a competitor of
11 Amazon, any Person or Entity who competes in any industry in which Amazon provides services
12 or sells Products, Amazon's Customers, Amazon's business partners, potential legal claims
13 against Amazon, any Investigation, the legal claims against Amazon set forth in the Complaint,
14 or the regulation of business competition in the United States."

15
16 I declare under penalty of perjury that the foregoing is true and correct.

17 Executed on March 22, 2024, in Washington, DC.

18 s/ Christine M. Kennedy
19 Christine M. Kennedy
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